

POST BUY BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS /BENEFICIAL OWNERS OF EQUITY SHARES OF ASHIANA HOUSING LIMITED

This post Buy Back public advertisement (the “**Post Buy Back Public Announcement**”) is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buy Back Regulations**”) regarding completion of the Buy Back. This Post Buy Back Public Announcement should be read in conjunction with the public announcement dated July 13, 2023 published on July 14, 2023 (“**Public Announcement**”) and the letter of offer dated July 29, 2023 (“**Letter of Offer**”), issued in connection with the Buy Back.

Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. BUY BACK

- 1.1. Ashiana Housing Limited (the “**Company**”) had announced the Buy Back of upto 18,27,242 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Forty Two) fully paid-up equity shares of face value of ₹ 2/- (Rupees Two only) each of the Company (“**Equity Shares**” or “**Shares**”), at a price of ₹ 301/- (Rupees Three Hundred and One only) per Equity Share payable in cash for an aggregate amount of upto ₹ 55 Crores (Rupees Fifty Five Crores only), excluding expenses incurred or to be incurred for the Buy Back, which represents 7.23% and 7.32% of the aggregate of Company’s fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements as on March 31, 2023 respectively, through the tender offer route using the stock exchange mechanism, on a proportionate basis from all the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date, in accordance with the Act and the SEBI Buy Back Regulations.
- 1.2. The Company adopted the Tender Offer route for the purpose of the Buy Back. The Buy Back was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, read with SEBI Circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any amendments or statutory modifications for the time being in force.
- 1.3. The Buy Back Opening Date was Wednesday, August 02, 2023 and the Buy Back Closing Date was Tuesday, August 08, 2023.

2. DETAILS OF THE BUY BACK

- 2.1. The total number of Equity Shares bought back by the Company in the Buy Back were 18,27,242 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Forty Two) Equity Shares, at the price of ₹ 301/- (Rupees Three Hundred and One Only) per Equity Share.
- 2.2. The total amount utilized in the Buy Back was ₹ 55 Crores (Rupees Fifty Five Crores only), excluding Transaction Costs.
- 2.3. The Registrar to the Buy Back i.e. Beetal Financial & Computer Services Private Limited (“**Registrar**”), considered a total of 15,659 valid bids for 7,69,46,135 Equity Shares in response to the Buy Back, which is approximately 42.11 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Category of Shareholders	No. of Equity Shares reserved in the Buy Back	No of valid Bids	Total no of Equity Shares validly tendered	Response (%)
Reserved category for Small Shareholders	2,74,087	14,587	12,30,298	448.87
General category for all other Eligible Shareholders	15,53,155	1,072	7,57,15,837	4,874.97
Total	18,27,242	15,659	7,69,46,135	4,211.05

- 2.4. All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buy Back Regulations and the Letter of Offer. The communication of acceptance/rejection was sent by the Registrar to the Eligible Shareholders, on Monday, August 14, 2023 (by email where the email id is registered with the Company or the depository) and was dispatched on Monday, August 14, 2023 (through physical intimation where email id is not available).
- 2.5. The settlement of all valid bids was completed by Indian Clearing Corporation Limited (“**Clearing Corporation**”) on Monday, August 14, 2023. Clearing Corporation has made direct funds pay-out to Eligible Shareholders whose shares have been accepted under the Buy Back. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder will be transferred to the Seller Members for onward transfer to such shareholders.
- 2.6. Equity Shares held in dematerialized form accepted under the Buy Back were transferred to the Company’s demat account on Monday, August 14, 2023. The unaccepted dematerialized Equity Shares have been returned to respective Eligible Shareholders /custodians by release of lien on such Equity Shares by the Clearing Corporation on Monday, August 14, 2023. Excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholder directly by the Registrar to the Buy Back.
- 2.7. The extinguishment of 18,27,242 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Forty Two) Equity Shares accepted under the Buy Back, comprising of 18,27, 208 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Eight) Equity Shares in dematerialized form and 34 (Thirty Four) Equity Shares in physical form, is currently under process and will be completed in accordance with the SEBI Buy Back Regulations, on or before Tuesday, August 22, 2023.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1. The capital structure of the Company pre and post Buy Back is set forth below:

Sr. No.	Particulars	Amount (in ₹)
A	Authorised Share Capital	
	17,50,00,000 Equity shares of ₹ 2/- each	35,00,00,000
B	Issued, Subscribed and Paid Up Capital before the Buy Back	
	10,23,52,099 Equity shares of ₹ 2/- each	20,47,04,198
C	Issued, Subscribed and Paid Up Capital after the Buy Back*	
	10,05,24,857 Equity shares of ₹ 2/- each	20,10,49,714

*Subject to extinguishment of 18,27,242 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Forty Two) Equity Shares accepted in the Buy Back

- 3.2. Details of the Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been bought back under the Buy Back are as mentioned below:

Sr. No.	Name of the Eligible Shareholder	No. of Equity Shares accepted under the Buy Back	Equity Shares accepted as a % of the total Equity Shares bought back	Equity Shares accepted as a % of the total post Buy Back Equity Share capital of the Company*
1	Varun Gupta	3,99,241	21.85	0.40
2	Ankur Gupta	3,99,202	21.85	0.40
3	Vishal Gupta	2,77,207	15.17	0.28
4	Rachna Gupta	1,22,104	6.68	0.12
5	SBI Contra Fund	85,086	4.66	0.08
6	OPG Realtors Limited	34,176	1.87	0.03
7	ICICI Prudential Equity & Debt Fund	32,391	1.77	0.03
8	Cellour Commercial Pvt Ltd	20,104	1.10	0.02

*Subject to extinguishment of 18,27,242 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Forty Two) Equity Shares accepted in the Buy Back

- 3.3. The shareholding pattern of the Company, prior to the Buy Back (i.e., as of the Record Date, being Friday, July 28, 2023) and post the completion of the Buy Back is as follows:

Particulars	Pre Buy Back#		Post Buy Back*	
	No. of Equity Shares	% of total outstanding Equity Shares	No. of Equity Shares	% of total outstanding Equity Shares
Promoter and Promoter Group	6,26,58,716	61.22	6,14,26,786	61.11
Financial Institutions / Banks/AIFs and Mutual Funds	72,92,408	7.12	3,90,98,071	38.89
Foreign Investors (including Non Resident Indians / FPI / Foreign Nationals / Foreign Bodies Corporate etc.)	91,37,128	8.93		
Others (public, public bodies corporate, trust, etc.)	2,32,63,847	22.73		
TOTAL	10,23,52,099	100.00	10,05,24,857	100.00

As on the Record Date

*Subject to extinguishment of 18,27,242 (Eighteen Lakhs Twenty Seven Thousand Two Hundred and Forty Two) Equity Shares accepted in the Buy Back

4. MANAGER TO THE BUY BACK



Your success is our success

EMKAY GLOBAL FINANCIAL SERVICES LIMITED

Contact Person: Mr. Deepak Yadav/ Mr. Pranav Nagar

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Tel. No.: +91 22 66121212; Fax No.: +91 22 66121299

Email id: ahl.buyback@emkayglobal.com

Website: www.emkayglobal.com

SEBI Regn. No.: INM000011229

Validity Period: Permanent

CIN: L67120MH1995PLC084899

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(ii)(a) of the SEBI Buy Back Regulations, the Board of Directors of the Company (“**Board**”) accepts responsibility for the information contained in this Post Buy Back Public Announcement and confirms that this Post Buy Back Public Announcement contains true, factual and material information and does not contain any misleading information.

This Post Buy Back Public Announcement is issued under the authority of the Board and in terms of the resolution passed by the Board on July 12, 2023 and by the Buy Back Committee on August 14, 2023.

For and on behalf of the Board of Directors of Ashiana Housing Limited		
Sd/- Mr. Vishal Gupta Managing Director DIN: 00097939 Place: Frankfurt	Sd/- Mr. Varun Gupta Director DIN: 01666653 Place: New Delhi	Sd/- Nitin Sharma Company Secretary and Compliance Officer (ICSI Membership No.: A21191) Place: New Delhi